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ZONE 4 PLAY INC Form 8-K May 10, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 10, 2006 (May 4, 2006)

ZONE 4 PLAY, INC.

(Exact name of registrant as specified in its charter)

NEVADA 333-91356 98-0374121

(State or other jurisdiction (Commission (IRS Employer of incorporation) File Number) Identification No.)

103 FOULK ROAD, WILMINGTON, DE 19803

(Address of principal executive offices) (Zip Code)

(302) 691-6177 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [_] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [_] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [_] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [_] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On May 4, 2006, the board of directors of Zone 4 Play, Inc., (the "Company") approved an amendment to Company's 2004 Global Share Option Plan (the "Plan"), under which the number of shares reserved by the Company for the purpose of the Plan under section 5.1 of the Plan has been increased from 5,000,000 to 8,000,000.

A copy of the amendment to the Plan is filed herewith as Exhibit $10.1\ \mathrm{and}$ incorporated herein by reference.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit 10.1 $\,$ Amendment to 2004 Global Share Option Plan of Zone 4 Play, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ZONE 4 PLAY, INC. (registrant)

By: /s/ Uri Levy

Uri Levy

Chief Financial Officer

Date: May 10, 2006